

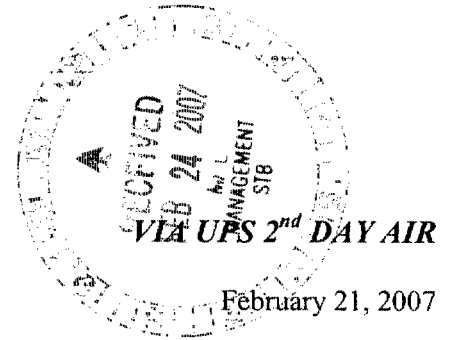
FEB 23 '07

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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated February 5, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581-E.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Company
5300 Broken Sound Blvd., NW
Boca Raton, FL 33487


A description of the railroad equipment covered by the enclosed document is for twenty (20) 52' gondola cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures

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AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5th day of February, 2007, by FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor"), and CASCADE AND COLUMBIA RIVER RAILROAD COMPANY, a Delaware corporation (the "Lessee").

WITNESSETH:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Agreement dated as of June 15, 1997 (the "Lease"), as assigned, amended, modified, supplemented and/or replaced from time to time, covering the railcars listed on Exhibit A attached hereto (the "Cars") pursuant to a Memorandum of Lease filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on July 17, 2001 under Recordation Number 22581-E, now covered under Rider No. 90; and

WHEREAS, the Cars subject to the Lease have been remarked and renumbered:

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

EXHIBIT A to the Lease and Agreement is hereby deleted in its entirety and replaced with the attached revised EXHIBIT A; and

Except as amended hereby, the terms and conditions of such Lease remain in full force and effect; and

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

[The remainder of this page has been intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grodzulsky
Name: SUSAN GRODZULSKY
Title: ASST. DIRECTOR DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

Executed on this 5th day of February, 2007.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

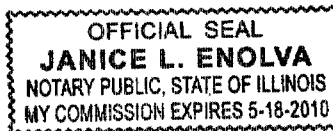
WITNESS my hand and official stamp or seal, this 5th day of February, 2007

Janice L. Enolva
Notary Public

My Commission Expires:

5-2010

(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER
RAILROAD COMPANY

ATTEST:

By: David McCloud
Name: David McCloud
Title: Manager - Fleet

By: [Signature]
Name: Tom Owen
Title: SVP Business Development
Executed on this 31st day of January, 2007.

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Palm Beach

I, Damari Victorero, a Notary Public of the County
and State aforesaid, certify that Tom Owen personally
appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of
Lease.

WITNESS my hand and official stamp or seal, this 31st day of January, 2007.

[Signature]
Notary Public

My Commission Expires:

October 17, 2008
(Notary Public)

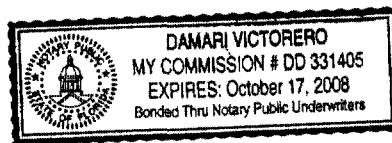


EXHIBIT A

AMENDMENT TO MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 52' Gondolas with 5'6" sides

CAR NUMBERS:

NOKL	321845
NOKL	321848
NOKL	321849
NOKL	321851
NOKL	321856
NOKL	321861
NOKL	321863
NOKL	321864
NOKL	321865
NOKL	321868
NOKL	321869
NOKL	321870
NOKL	321873
NOKL	321874
NOKL	321875
NOKL	321881
NOKL	321883
NOKL	321889
NOKL	321891
NOKL	321892